

Exhibit B

**WRG ASBESTOS PROPERTY DAMAGE SETTLEMENT
TRUST AGREEMENT**

IN WITNESS WHEREOF, the parties have executed this PD Trust Agreement this ____ day of _____, 2009.

W. R. GRACE & CO.
on behalf of itself and the other Debtors

By: _____

Title: _____

TRUSTEES

PD COMMITTEE

Name: _____

Richard Schiro (Class 7A Trustee)

Expiration Date of Initial Term: _____
Anniversary of the date of this PD Trust Agreement

By: _____

DELAWARE TRUSTEE

By: _____

Name: _____

Edward B. Cottingham, Jr. (Class 7B Trustee)

Expiration Date of Initial Term: _____
Anniversary of the date of this PD Trust Agreement